



DONELAN CLEARY
WOOD & MASER, P.C.

April 28, 1999

RECORDATION NO. 21243-F FILED

Recordation No. 21243-F

APR 28 '99

2-30PM

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement") executed April 28, 1999.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC - LESSOR
Suite 300
234 Front Street
San Francisco, CA 94111

Norfolk Southern Railway Company - LESSEE
110 Franklin Road, S.E.
Roanoke, VA 24042-0072

The said Supplement, among other things, acts to lease the equipment listed in Annex A to the Lessee by the Lessor.

The equipment covered by the instant Supplement is as identified in Annex A thereto.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers 25 boxcars, NS 470560-470584 as listed in Annex A."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-E."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

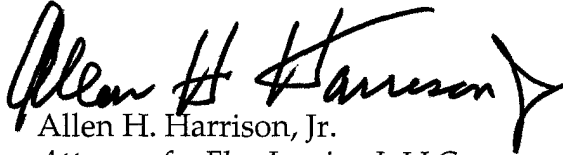
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterparts G. H. Harrison

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose
of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8207-020

ANNEX A

Description of Equipment

Box Cars
Twenty-five (25) 60'9" inside length, Plate F, 110-ton
capacity, 286,000 lb. gross rail load, numbered:

NS 470560 through 470584 inclusive

[Norfolk Southern]

21243-F

MEMORANDUM OF SUPPLEMENT

APR 28 '99

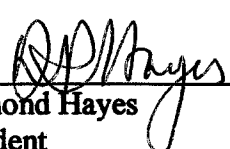
2-30PM

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21243, on March 3, 1998 and (b) the Registrar General of Canada (the "RGC") on the 4th day of March, A.D. 1998 at 2:00 p.m. and (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-A, on April 9, 1998 at 1:48 p.m. and (b) the RGC on the 9th day of April, 1998 at 3:10 p.m. and (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-B, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:01 p.m. and (iv) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21243-C, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:09 p.m., (v) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21243-D, on March 2, 1999 at 2:50 p.m. and (b) the RGC on the 3rd day of March, A.D. 1999 at 3:58 p.m. and (vi) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21243-E, on April 12, 1999 at 3:00 p.m. and (b) the RGC on the ____ day of April, A.D. 1999 at _____, relating to the lease described below:

That certain lease (the "Lease") dated as of March 3, 1997, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111 and **NORFOLK SOUTHERN RAILWAY COMPANY**, a Virginia corporation ("Lessee"), having its chief executive office at 110 Franklin Road, S.E., Roanoke, VA 24042-0072, Rider No.1 ("Rider 1") dated as of April 15, 1997 by and between Flex and Lessee, Rider No.2 ("Rider 2") dated as December 31, 1997 by and between Flex and Lessee, Rider No.3 ("Rider 3") dated as of February 5, 1999 by and between Flex and Lessee and Rider No.4 ("Rider 4") dated as of February 5, 1999 by and between Flex and Lessee.

The new lessor, **FLEX LEASING I, LLC**, only as to the railcars listed on Annex A attached hereto, and Lessee have added additional railcars to the lease and wish to supplement the Memorandum of Lease.

IN WITNESS WHEREOF, this Memorandum of Supplement has been duly executed on this 28th day of April, 1999.

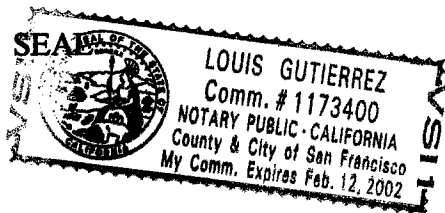
FLEX LEASING I, LLC

Desmond Hayes
President

STATE OF CA)
COUNTY OF SF) ss:

On this 23rd day of April, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. The said President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 23rd day of April, 1999.



Louis Gutierrez

Notary Public

My Commission Expires: February 12, 2002

ANNEX A

Description of Equipment

Twenty-five (25) 60'9" inside length, Plate F, boxcars, 110-ton capacity, 286,000 lb. gross rail load, numbered:

NS 470560 through 470584 inclusive

[Norfolk Southern]